

**Ontario Sailing Association By-Laws
Proposed Amendments
Annual Meeting October 3rd 2022**

AMENDMENT A

Updating Definitions

Section 1- General

Current Content in By-law #9

1.3 Definitions

"Act" means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act* (Ontario)), as from time to time amended.

Proposed Changes in Content for By-law #10

"Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and any act that may be substituted therefor as amended or re-enacted from time to time;

Rationale:

Effective October 19th, 2021, the Ontario government brought the Ontario Not-for-Profit Corporations Act into effect and our definitions should reflect the current Act that legislates Ontario Sailing Association.

AMENDMENT B

Regarding timing for Nomination Committee

Section 2 – Directors

Current Content in By-law #9

2.6 Nominations

At least two (2) months before the Annual Meeting, the Board shall appoint a Nominating Committee consisting of two (2) or three (3) Representatives, each from a different Member.

- a) Forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall issue a 'Call for Nominations' using any means of communication (including electronic).
- b) The Call for Nominations will state:
 - a. the method by which nominations may be made;
 - b. any requirements related to nominations; and
 - c. that the deadline for submission of nominations is thirty (30) days prior to the Annual Meeting.

- c) The Nominating Committee shall endeavor to ensure that there is a full slate of qualified candidates for all positions to be elected by the Members. The Chair of the Nominating Committee shall report to the Board at least twenty-five (25) days prior to the Annual Meeting, said report to include:
 - a. The names of all the candidates proposed by the Nominating Committee or submitted by any Member; and
 - b. a brief biography of each candidate.
- d) After the Nominating Committee's report has been considered by the Board, the Board by resolution shall determine the names of all the candidates proposed by the Nominating Committee and approved by the Board.
- e) The Nominating Committee report as approved by the Board will be distributed to the Members twenty-one (21) days prior to the Annual Meeting using any means of communication (including electronic).

Proposed Changes in Content for By-law #10

2.6 Nominations

At the end of each fiscal year, the Board shall appoint a Nominating Committee consisting of two (2) or three (3) Representatives, each from a different Member.

- f) Not less than one hundred and twenty (120) days prior to the Annual Meeting, the Nominating Committee shall issue a 'Call for Nominations' using any means of communication (including electronic).
- g) The Call for Nominations will state:
 - a. the method by which nominations may be made;
 - b. any requirements related to nominations; and
 - c. that the deadline for submission of nominations is ninety (90) days prior to the Annual Meeting.
- h) The Nominating Committee shall endeavor to ensure that there is a full slate of qualified candidates for all positions to be elected by the Members. The Chair of the Nominating Committee shall report to the Board at least forty-five (45) days prior to the Annual Meeting, said report to include:
 - a. The names of all the candidates proposed by the Nominating Committee or submitted by any Member; and
 - b. a brief biography of each candidate.
- i) After the Nominating Committee's report has been considered by the Board, the Board by resolution shall determine the names of all the candidates proposed by the Nominating Committee and approved by the Board.
- j) The Nominating Committee report as approved by the Board will be distributed to the Members twenty-one (21) days prior to the Annual Meeting using any means of communication (including electronic).

Rationale:

Currently the nominating committee has a window of only 5 days from when nominations close to when they are required to report to the Board. Often weekends and holidays impact that

timing reducing their window to a day or two. They need a larger window of time to thoroughly review submissions, conduct interviews and compile their report. The Board also only had a 5 day window to review and approve the report, again often impacted by weekends and holidays.

Proposed new timeline provides both the Nominating committee and the Board with more time to give their responsibilities the due diligence they deserve without impacting the length of the time period for submissions of nominations and for notice of the meeting of members.

AMENDMENT C

Removing reference to Parliamentary Authority

SECTION 9 – MEETINGS OF MEMBERS

Current Content in By-law #9

Section 9.8 - Parliamentary Authority

The Association shall be governed by the rules and procedures contained in Call to Order (2nd), Perry H & S (2004) [ISBN 0-9691683-2-2] in all cases in which they are applicable, provided they are not inconsistent with this By-law or any special rules of order the Association may adopt.

Proposed Changes in Content for By-law #10

Section 9.08 is completely removed from the Association's by-laws

Rationale:

The Association is governed by the Ontario Not-for-Profit Corporations Act (ONCA) and the organization's by-laws. ONCA is a much clearer and easier to understand Act provides guidance on requirements of governance for a Not-for-Profit organization. If a situation were to arise in a Meeting of the Members where neither the Act nor the by-laws provided guidance the Board of Directors should be held accountable for making fair and reasonable judgements suitable to the situation as opposed to being required to know and fully understand all aspects of the text listed to be able to apply to a situation during a Meeting of the Members.

Note – There is no Section 9.9 so the proposed amendment will impact numbering in the remainder of the document in any way.